



Peter J. Antoszyk, Esq.
direct dial: (617) 856-8613
pantoszyk@briberlaw.com

One
Financial
Center
Boston
Massachusetts
02111
tel 617.856.8200
fax 617.856.8201

November 29, 2005

VIA FACSIMILE 212-668-2255

Alicia M. Leonard, Esquire
US Department of Justice
Office of the United States Trustee
Region 2/Southern District of New York
33 Whitehall Street, Suite 2100
New York, NY 10004

Re: Creditors Committee In re: Delphi Corporation, et al.,
Case No. 05-44481(RDD) (Jointly Administered)

Dear Ms. Leonard:

This letter is intended to confirm our telephone conversation regarding the request of Law Debenture Trust Company of New York ("**Law Debenture**") for membership on the Official Committee of Unsecured Creditors (the "**Official Committee**"). Law Debenture is successor indenture trustee for two notes issued by Delphi Corporation (the "**Debtor**" and, together with its Chapter 11 affiliates, the "**Debtors**"): (a) the 8.25% Junior Subordinated Note due 2033 in the aggregate principal amount of \$257,731,975; and (b) the Adjustable Rate Junior Subordinated Note due 2033 in the aggregate principal amount of \$154,640,000 (together, the "**Subordinated Notes**").

As you know, by letters dated October 25, 2005 and November 21, 2005, on behalf of Law Debenture, we reiterated our request first made at the formation meeting that the U.S. Trustee consider affording Law Debenture a seat on the Official Committee. I understand that you forwarded a copy of our most recent letter to counsel for the Debtors for their comment, which the U.S. Trustee requires before responding to Law Debenture's pending request. Further, I understand that, based upon your conversation with Debtors' counsel, it is your expectation that the Debtors will provide you with a response by Friday, December 2, 2005, and that you anticipate it will take you a few days after receiving Debtors' counsel's response to consider the response and meet with the U.S. Trustee to formulate a decision.

As I indicated, we appreciate your attention to this matter, however, you can understand that, pending the U. S. Trustee's decision, Law Debenture believes that it has been, and continues to be, disadvantaged by its lack of membership on the Official Committee. We do not



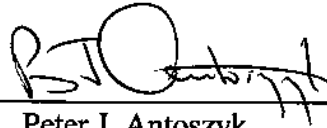
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agree that it is sufficient, or appropriate, that holders of Subordinated Notes, a very significant creditor constituency in these cases, should have to rely on monitoring the case from the outside instead of having the same benefits of Official Committee membership afforded other significant creditor constituencies in these complex cases. Therefore, while we understand that you are not going to commit to any particular decision date, we are hopeful that the U.S. Trustee will render a decision as early as possible next week.

In the meantime, permit us to contact you on Friday to confirm that you have received counsel to the Debtors' response. Finally, while we understand that the U.S. Trustee's office will not meet with us to discuss the matter, we nonetheless remain available should any questions arise. We look forward to hearing from you.

Very truly yours,

BROWN RUDNICK BERLACK ISRAELS LLP

By: 
Peter J. Antoszyk

PJA/kmp
cc: Robert Stark, Esquire
Daniel Fisher
Patrick Healy

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